

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment and Release of Patent, Trademark and Copyright Security Agreement		
EFFECTIVE DATE:	04/19/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		04/19/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Fox Racing, Inc.		
Street Address:	18400 Sutter Boulevard		
City:	Morgan Hill		
State/Country:	CALIFORNIA		
Postal Code:	95037		
Entity Type:	CORPORATION:		
Name:	Fox Design, Inc.		
Street Address:	18400 Sutter Boulevard		
City:	Morgan Hill		
State/Country:	CALIFORNIA		
Postal Code:	95037		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Serial Number:	75494831	1-888-SHIFT IT	
Serial Number:	75494830	1-888-SHIFT IT	
Serial Number:	75410712		
Serial Number:	75410168		
Serial Number:	75486008	PILOT	
Serial Number:	75721770	SHIFT	

CH \$515.00 75494831

900023471

TRADEMARK
REEL: 003070 FRAME: 0667

Serial Number:	75721771	SHIFT
Serial Number:	75721263	SHIFT
Registration Number:	2234764	
Registration Number:	2194132	
Registration Number:	2192661	
Registration Number:	2188305	
Registration Number:	1318236	FOX
Registration Number:	2232648	FOX
Registration Number:	2189804	FOX
Registration Number:	2192660	FOX
Registration Number:	2181243	FOX
Registration Number:	2296775	
Registration Number:	2298810	
Registration Number:	1568070	

CORRESPONDENCE DATA

Fax Number: (415)591-1400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: ggillen@winston.com

Correspondent Name: Grace Gillen

Address Line 1: 101 California Street

Address Line 2: Winston & Strawn LLP

Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Eva Franko
Signature:	/Eva Franko/
Date:	04/21/2005

Total Attachments: 6

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GE Commercial Finance
Corporate Lending Group

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Pleasanton, CA 94588
USA

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**ASSIGNMENT AND RELEASE OF
PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT**

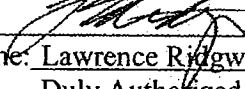
WHEREAS, pursuant to that certain Patent, Trademark and Copyright Security Agreement dated as of May 12, 2000, by FOX RACING, INC., a California corporation, and FOX DESIGN, INC., a California corporation (are collectively referred to herein as "Assignors" and each an "Assignor"), in favor of General Electric Capital Corporation, a Delaware corporation, as Agent ("Agent"), which was recorded with the United States Patent and Trademark Office on May 22, 2000, at Reel 002091, Frame 0884, each Assignor granted to Agent a security interest in and lien on all of such Assignor's interest in and to the Intellectual Property Collateral as defined therein, including without limitation, (1) those Trademarks and Trademark Licenses as defined therein, (2) those Patents and Patent Licenses as defined therein, and (3) those Copyrights and Copyright Licenses as defined therein, all as more particularly described on the attached Schedule A, made a part hereof;

WHEREAS, Agent desires to release its security interest in and lien on the Intellectual Property Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent does hereby release its security interest in and lien on the Intellectual Property Collateral and reassigns to each Assignor, without representation or warranty, express or implied, and without recourse, all right, title and interest of Agent in and to such Assignor's interest in the Intellectual Property Collateral.

Dated: April 19, 2005

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: Lawrence Ridgway
Duly Authorized Signatory

SCHEDULE A
to
ASSIGNMENT AND RELEASE OF PATENT, TRADEMARK AND
COPYRIGHT SECURITY AGREEMENT

(PART A)

PATENTS

None

(PART B)

TRADEMARKS

FEDERAL TRADEMARKS

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
United States	1-888-Shift It	75/494831		06/02/98 (application)
United States	1-888-Shift It	75/494385*		06/02/98 (application)
United States	1-888-Shift It	75/494375*		06/02/98 (application)
United States	1-888-Shift It	75/494830		06/02/98 (application)
United States	DirtPaws	73/378853*	1,247,132*	08/09/82 (application) 08/02/83 (registration)
United States	Fox Airshox	73/144848*		10/17/77 (application)
United States	Fox Shox	73/402222*	1,261,661*	11/10/82 (application) 12/20/83 (registration)
United States	Misc. Design (Fox Head)	73/144854*	1,148,619*	10/17/77 (application) 03/24/81 (registration)
United States	Misc. Design (Fox Head)	75/169848	2234764	09/23/96 (application) 03/23/99 (registration)
United States	Misc. Design (Fox Head)	75/170436	2194132	09/23/96 (application) 10/06/98 (registration)
United States	Misc. Design (Fox Head)	75/170438	2192661	09/23/96 (application) 09/29/98 (registration)
United States	Misc. Design (Fox Head)	75/169847	2188305	09/23/96 (application) 09/08/98 (registration)

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
United States	Misc. Design (FX and FOX)	73/401867	1318236	11/08/82 (application) 02/05/85 (registration)
United States	Misc. Design (FX and FOX)	75/170434	2232648	09/23/96 (application) 03/16/99 (registration)
United States	Misc. Design (FX and FOX)	75/170435	2189804	09/23/96 (application) 09/15/98 (registration)
United States	Misc. Design (FX and FOX)	75/170437	2192660	09/23/96 (application) 09/29/98 (registration)
United States	Misc. Design (FX and FOX)	75/170440	2181243	09/23/96 (application) 08/11/98 (registration)
United States	Misc. Design (Two Bar Design)	75/410712		12/24/97 (application)
United States	Misc. Design (Two Bar Design)	75/410168		12/23/97 (application)
United States	Misc. Design (Two Bar Design)	75/410332	2296775	12/23/97 (application) 11/30/99 (registration)
United States	Misc. Design (Two Bar Design)	75/410141	2298810	12/23/97 (application) 12/07/99 (registration)
United States	Misc. Design	73/771424	1568070	12/27/88 (application) 11/28/89 (registration)
United States	Misc. Design	n/a	n/a	n/a
United States	Moto-X Fox Design	73/144855*	1,148,620*	10/17/77 (application) 03/24/81 (registration)
United States	Pilot	75/486008		05/15/98 (application)
United States	Shift	75/721770**		06/04/99 (application)
United States	Shift	75/721771**		06/04/99 (application)
United States	Shift	75/721263**		06/04/99 (application)

* = Abandoned

** = Suspended

FOREIGN TRADEMARKS

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
Argentina	Fox Racing &	1884491	1512881	7/5/93 (application)

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
	Design Misc. Design (FX and FOX)			3/31/94 (registration)
Australia	Misc. Design (Fox Head)	737471	737471	06/23/97 (application) 01/23/98 (registration)
Australia	Misc. Design (FX and FOX)	737470		06/23/97 (application)
Austria	Misc. Design (FX and FOX)	AM 633/97	171313	02/07/97 (application) 09/01/97 (registration)
Brazil	Misc. Design (FX and FOX)	820642924		03/27/98 (application)
Canada	Fox Canada	856320		09/17/97 (application)
Canada	Misc. Design (Fox Head)	1010264		03/29/99 (application)
Canada	Misc. Design (FX and FOX)	857040	TMA509433	09/25/97 (application) 03/16/99 (registration)
Chile	Misc. Design (Fox Head)	n/a	n/a	n/a
France	Misc. Design (Fox Head)	99 811 913	99/811913	09/13/99 (application) 09/13/99 (registration)
France	Misc. Design (FX and FOX)	99 811 914	99/811914	09/13/99 (application) 09/13/99 (registration)
German Federal Republic	Misc. Design (FX and FOX)	39740076.4	39740076	08/21/97 (application) 10/24/97 (registration)
Italy	Fox Label	33533C/83	454927	04/06/83 (application) 11/03/86 (registration)
Italy	Misc. Design (Fox Head)	RM97C001415	781156	03/21/97 (application) 05/24/99 (registration)

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
Italy	Misc. Design (Fox Head)	33534C/83	454928	04/06/83 (application) 11/03/86 (registration)
Italy	Misc. Design (FX and FOX)	RM97C001414	781155	03/21/97 (application) 05/24/99 (registration)
Italy	Moto-X Fox Label	33532C/83	454926	04/06/83 (application) 11/03/86 (registration)
Japan	Misc. Design (Fox Head)	06-046511	3253531	05/11/94 (application) 01/31/97 (registration)
Japan	Misc. Design (Fox Head)	n/a	n/a	n/a
Japan	Misc. Design (FX and FOX)	09-031377	4218274	03/24/97 (application) 12/04/98 (registration)
Japan	Misc. Design (FX and FOX)	41,305/1983		05/09/83 (application)
Japan	Moto-X Fox Design	n/a	n/a	n/a
Japan	Moto-X Fox Design (katakana)	n/a	n/a	n/a
New Zealand	Fox (stylized) and Design	n/a	244397	01/05/95 (application) 01/05/95 (registration)
South Africa	Misc. Design (FX and FOX)	97/13134		08/28/97 (application)
Spain	Misc. Design (Fox Head)	2255431		09/03/99 (application)
Spain	Misc. Design (Fox Head)	2255432		09/03/99 (application)
Spain	Misc. Design (Fox Head)	2255426		09/03/99 (application)
Spain	Misc. Design (Fox Head)		2104617	01/20/98 (registration)

COUNTRY	DESCRIPTION	APPLICATION NO.	REGISTRATION NO.	APPLICATION OR REGISTRATION DATE
Spain	Misc. Design (FX and FOX)	2255427		09/03/99 (application)
Spain	Misc. Design (FX and FOX)	2255428		09/03/99 (application)
Spain	Misc. Design (FX and FOX)	2255429		09/03/99 (application)
Spain	Misc. Design (FX and FOX)	2255430		09/03/99 (application)
United Kingdom	Misc. Design (Fox Head)	2123131	2123131	02/10/97 (application) 10/03/97 (registration)
United Kingdom	Misc. Design (Fox Head)	1125288	1,125,288	12/06/79 (application) 12/06/79 (registration)
United Kingdom	Misc. Design (Fox Head)	1127614	1,127,614	01/26/80 (application) 01/26/80 (registration)
United Kingdom	Misc. Design (FX and FOX)	2123072	2123072	02/10/97 (application) 03/26/99 (registration)
United Kingdom	Misc. Design (FX and FOX)	1127613	1,127,613	01/26/80 (application) 01/26/80 (registration)
United Kingdom	Misc. Design (FX and FOX)	B1189099	B1,189,099	01/22/83 (application) 01/22/83 (registration)

(PART C)

COPYRIGHTS

None